

NAHMAD ALBERT H

Form 4

December 29, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NAHMAD ALBERT H

(Last) (First) (Middle)

2665 SOUTH BAYSHORE
DRIVE, SUITE 901

(Street)

COCONUT GROVE, FL 33133

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WATSCO INC [WSO; WSOB]

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	240,277	I	See footnote <u>(1)</u>
Class B Common Stock					1,524,301	I	See footnote <u>(1)</u>
Common Stock					780	I	See footnote <u>(2)</u>
Class B Common Stock					1,053,496	D <u>(3)</u>	
					941,528	D	

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Class B
Common
Stock

Common Stock 12/29/2005 G⁽⁹⁾ V 2,500 D \$ 0 160,827 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 15.17							<u>(4)</u>	03/21/2007	Class B Common Stock	300,000
Stock Option (right to buy)	\$ 16							<u>(5)</u>	04/06/2008	Class B Common Stock	375,000
Stock Option (right to buy)	\$ 13.875							<u>(6)</u>	02/19/2009	Class B Common Stock	200,000
Stock Option (right to buy)	\$ 8.94							<u>(7)</u>	03/15/2010	Class B Common Stock	200,000
Stock Option (right to buy)	\$ 11.3							<u>(8)</u>	09/24/2011	Class B Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAHMAD ALBERT H 2665 SOUTH BAYSHORE DRIVE SUITE 901 COCONUT GROVE, FL 33133			Chairman and CEO	

Signatures

/s/ Albert H.
Nahmad

12/29/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects shares owned and purchased by Alna Capital Associates, a Limited Partnership
- (2) Ownership in Watsco, Inc. Profit Sharing Retirement Plan and Trust
- (3) Award of stock pursuant to Watsco, Inc. Restricted Stock Agreement
- (4) The option vests 33 1/3 percent on March 21, 1997, March 21, 1998 and March 21, 1999, respectively
- (5) The option vests 33 1/3 percent on April 6, 1998, April 6, 1999 and April 6, 2000, respectively
- (6) The option vests 33 1/3 percent on February 19, 1999, February 19, 2000 and February 19, 2001, respectively
- (7) The option vests 33 1/3 percent on March 15, 2000, March 15, 2001 and March 15, 2002, respectively
- (8) The option vests 33 1/3 percent on September 24, 2001, September 24, 2002 and September 24, 2003, respectively
- (9) Gift to Greater Miami Jewish Federation

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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